



BOULT • CUMMINGS
CONNERS • BERRY PLC

RECEIVED

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October 3, 2002 3 AM 9 50

TN REGULATORY AUTHORITY
DOCKET ROOM

Honorable Sara Kyle, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

Re: Petition of XO Tennessee, Inc. to Open a Contested Case Proceeding to Monitor Compliance with TRA Rules and Orders on Directory Covers
Docket No. 02-01106

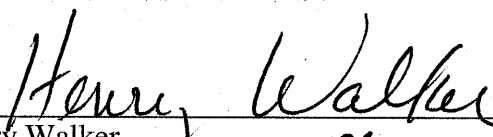
Dear Chairman Kyle:

On October 2, 2002, counsel for XO Tennessee, Inc. filed a *Petition to Open Contested Case Proceeding To Monitor Compliance with TRA Rules and Orders on Directory Covers*. A letter from Gif Thornton to Henry Walker dated September 26, 2002 (attached) should have been enclosed with that filing, but was inadvertently omitted. Please accept this attachment to XO's original filing made on October 2, 2002, in the above-captioned proceeding. I apologize for any inconvenience.

Respectfully submitted,

BOULT, CUMMINGS, CONNERS & BERRY, PLC

By:


Henry Walker
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, Tennessee 37219
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Counsel for XO Tennessee, Inc.

HW/nl
Attachment
c: Parties

**STOKES
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September 26, 2002

Henry M. Walker
Boult Cummings Conners & Berry PLC
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, TN 37219

RE: XO Tennessee – Memphis and Nashville White Pages Directory Covers

Dear Henry:

As I indicated in our telephone conversations earlier this week, Randy Cadenhead from BellSouth Advertising & Publishing Corporation ("BAPCO") asked that I pass along to you the following update concerning upcoming directory covers in Tennessee. The information provided below presupposes no future change in the current state of the law, as reflected in the recent decision of the Tennessee Supreme Court.

1. Within the next seven to ten days BAPCO will announce prices and terms for cover appearances by CLECs on BAPCO's white pages and combined directory covers. The 2003 Nashville and Memphis white pages directories will be available, as you requested.
2. Pricing for the CLEC's appearance on the directory covers is projected as follows:
Nashville - \$1,485 per month, payable in advance for the full year, which totals \$17,820; and
Memphis - \$1,409 per month, payable in advance for the full year, which totals \$16,908. Other pricing will be included in the announcement, which will be sent to all ILECs and CLECs. Discounts for volume purchases will apply.
3. The logos of ILECs and CLECs purchasing space will appear alphabetically on the lower portion of the cover. Subject to space availability, those purchasing logo space will have a 1 inch x .25 inch appearance.
4. BAPCO will charge incumbents, including BellSouth Telecommunications, Inc., the same rates on the same terms and conditions as those applied to CLECs.

Should you have any questions or wish to discuss this matter further, please do not hesitate to contact me.

Sincerely,



Guilford F. Thornton, Jr.